

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
TYLER DIVISION**

<b>ADVANCEME, INC.</b>	§	
Plaintiff	§	
 VS.	§	
 <b>RAPIDPAY, LLC, BUSINESS CAPITAL</b>	§	<b>CAUSE NO. 6:05-CV-424 LED</b>
<b>CORPORATION, FIRST FUNDS LLC,</b>	§	
<b>MERCHANT MONEY TREE, INC.,</b>	§	
<b>REACH FINANCIAL, LLC and</b>	§	
<b>FAST TRANSACT, INC. d/b/a</b>	§	
<b>SIMPLE CASH</b>	§	
Defendant	§	
	§	

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**Declaration of Joseph D. Gray in Support of Defendants First Funds, LLC's,  
Merchant Money Tree, Inc.'s and Reach Financial, LLC's  
Motion for Leave to Amend Preliminary Invalidity Contentions**

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I, Joseph D. Gray, hereby declare:

1. I am over the age of 18 and capable of testifying to the facts set forth herein.
2. I am a licensed attorney in the State of Texas.
3. Vinson & Elkins L.L.P. is counsel of record for Defendants First Funds, LLC, Merchant Money Tree, Inc. and Reach Financial, LLC ("Defendants") in the above-styled action. I am an associate in the Austin, Texas office of Vinson & Elkins L.L.P. and serve as counsel for Defendants.
4. I aver to the matters set forth herein based upon personal knowledge and information.
5. I respectfully submit this Declaration in support of Defendants' Motion for Leave to Amend Preliminary Invalidity Contentions.

6. Attached hereto as Exhibit A is a true and correct copy of an April 26, 2006 E-Mail from David Goldin to Tim Litle.
7. Attached hereto as Exhibit B is a true and correct copy of a June 19, 2006 Facsimile from Paymentech to David Goldin.
8. Attached hereto as Exhibit C is a true and correct copy of a July 14, 2006 E-Mail from David Goldin to Tim Litle.
9. Attached hereto as Exhibit D is a true and correct copy of a July 25, 2006 Facsimile from Paymentech to David Goldin.
10. Attached hereto as Exhibit E is a true and correct copy of an August 2, 2006 letter from Ronald Lemieux to Willem Schuurman.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and information.

SIGNED the 13th day of September, 2006.

/s/ Joseph Gray  
Joseph Gray